

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

MARIN SOFTWARE INCORPORATED,<sup>1</sup>

Debtor.

Chapter 11

Case No. 25-11263 (LSS)

Related Docket Nos. 88, 89, and 104

**NOTICE OF SUPPLEMENT TO  
FIRST AMENDED COMBINED DISCLOSURE  
STATEMENT AND PLAN OF REORGANIZATION OF MARIN  
SOFTWARE INCORPORATED UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**PLEASE TAKE NOTICE** that on July 15, 2025, the Debtor filed the *Combined Disclosure Statement and Plan of Reorganization of Marin Software Incorporated Under Chapter 11 of the Bankruptcy Code* [Docket No. 49], as subsequently amended on July 30, 2025 by the *First Amended Combined Disclosure Statement and Plan of Reorganization of Marin Software Incorporated Under Chapter 11 of the Bankruptcy Code* [Docket No. 89] (the “Combined Disclosure Statement and Plan”), in the United States Bankruptcy Court for the District of Delaware (the “Court”).<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE** that, on July 30, 2025, the Court entered its *Order (I) Granting Conditional Approval of the Adequacy of Disclosures in the Combined Disclosure Statement and Plan; (II) Scheduling a Combined Hearing on (A) the Adequacy of the disclosure Statement, (B) Confirmation of the Plan, and (C) the Assumption or Rejection of Executory Contracts and Cure Amounts, and Setting Deadlines Related Thereto; (III) Approving the Forms of Notice to Non-Voting Classes; and (IV) Granting Related Relief* [Docket No. 88] (the “Confirmation Procedures Order”). Pursuant to the Confirmation Procedures Order, the deadline for the Debtor to file any supplement to the Combined Disclosure Statement and Plan is August 14, 2025.

**PLEASE TAKE FURTHER NOTICE** that, on August 14, 2025, the Debtor filed the *Supplement to First Amended Combined Disclosure Statement and Plan of Reorganization of Marin Software Incorporated Under Chapter 11 of the Bankruptcy Code* [Docket No. 104] (the “Plan Supplement”), which includes the following documents, as may be modified, amended, or supplemented from time to time:

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<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 7180. The Debtor’s address is 149 New Montgomery, 4th Floor, San Francisco, CA 94105. Copies of all pleadings filed in this chapter 11 case may be obtained free of charge at [www.donlinrecano.com/mrin](http://www.donlinrecano.com/mrin).

<sup>2</sup> A capitalized term used but not defined herein shall have the meaning ascribed to it in the Combined Disclosure Statement and Plan.

Exhibit	Description
A.	Plan Administrator Agreement
B.	List of Directors and Officers
C.	Designated Excluded Assets
D.	Subscription Option Election
E.	Amended and Restated Certificate of Incorporation
F.	Amended and Restated Bylaws
G.	Unanimous Written Consent of the Shareholders of Marin Software Incorporated
H.	Written Consent of the Sole Director of Marin Software Incorporated
I.	Form 8-K dated June 12, 2025

**PLEASE TAKE FURTHER NOTICE** that the information contained herein is not final and remains subject to ongoing review by the Debtor and interested parties. The Debtor reserves the right, subject to the terms and conditions set forth in the Combined Disclosure Statement and Plan, to alter, amend, modify, or supplement the Plan Supplement, and any information contained therein, at any time before the Effective Date of the Combined Disclosure Statement and Plan, or any such other date as may be provided for by the Combined Disclosure Statement and Plan or by order of the Court.

**PLEASE TAKE FURTHER NOTICE** that, at the request of the Securities and Exchange Commission, attached as Exhibit I to the Plan Supplement is a true and correct copy of the Debtor's Form 8-K, filed on June 12, 2025 (the "Dissolution 8-K"), which describes the Special Meeting of Stockholders of the Debtor that was held on June 11, 2025 concerning the prepetition vote of the Debtor's stockholders on the Dissolution Proposal (defined therein). The disclosures contained in the Dissolution 8-K are hereby incorporated in the Combined Disclosure Statement and Plan in their entirety.

**PLEASE TAKE FURTHER NOTICE** that, as set forth in the Dissolution 8-K, at the Special Meeting (as defined therein), 488,916 shares of common stock voted in favor of the Dissolution Proposal. In addition, the number of shares that voted in favor of the Dissolution Proposal was greater than the number of shares that voted against or abstained on the Dissolution Proposal, and therefore, the one share of Series A Preferred Stock (the "Preferred Share") was entitled to vote together with the holders of the common stock, as a single class, on the matters presented. As a result, the total voting power at the Special Meeting represented 6,377,036 votes. A total of 3,775,059 votes were cast, in person or by proxy, representing 59.20% of the eligible votes, and a quorum was present. Specifically, 488,916 shares of common stock voted for the Dissolution Proposal and 95,137 shares of common stock voted against the Dissolution Proposal (2,488 shares of common stock abstained). Inclusive of the Preferred Share, 3,677,434 shares voted for the Dissolution Proposal and 95,137 shares voted against the Dissolution Proposal. Accordingly, the Dissolution Proposal was approved. Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of any securities

to be issued under the Plan or passed upon the accuracy or adequacy of this supplemental information.

**PLEASE TAKE FURTHER NOTICE** that, notwithstanding anything to the contrary contained in the Combined Disclosure Statement and Plan, any order confirming the Combined Disclosure Statement and Plan will provide for the cancellation, extinguishment, and/or forfeiture of the Preferred Share and the holder of the Preferred Share will ***not*** be entitled to a distribution under the Combined Disclosure Statement and Plan.

**PLEASE TAKE FURTHER NOTICE** that, the forms of the documents contained in the Plan Supplement are integral to, and are considered part of, the Combined Disclosure Statement and Plan. If the Combined Disclosure Statement and Plan is approved, the documents contained in the Plan Supplement will be approved by the Bankruptcy Court pursuant to the order confirming the Combined Disclosure Statement and Plan.

**PLEASE TAKE FURTHER NOTICE** that the Combined Disclosure Statement and Plan, the Plan Supplement, as well as further information regarding this Chapter 11 Case are available for inspection on the Court's website at <https://www.deb.uscourts.gov/>, or free of charge on the Debtor's restructuring website at [www.donlinrecano.com/mrin](http://www.donlinrecano.com/mrin).

Dated: August 14, 2025

**PACHULSKI STANG ZIEHL & JONES LLP**

*/s/ James E. O'Neill*

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